

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

UNITED STATES OF AMERICA,

Plaintiff,

v.

UNITED STATES SUGAR
CORPORATION, UNITED SUGARS
CORPORATION, IMPERIAL SUGAR
COMPANY, and LOUIS DREYFUS
COMPANY LLC

Defendants.

Civil Action No.: 1:21-cv-01644-UNA

**DECLARATION OF LINDSEY CHAMPLIN IN SUPPORT OF DEFENDANTS'
MOTION TO TRANSFER PURSUANT TO 28 U.S.C. § 1404(A)**

I, Lindsey Champlin, declare as follows:

1. I am a Partner at Latham & Watkins LLP (“Latham”) in Washington, D.C. I am one of the counsel who represents United States Sugar Corporation (“U.S. Sugar”), a defendant in the above-captioned action, as well as in connection with the Department of Justice’s (“DOJ”) investigation that preceded the complaint in this case. I am submitting this declaration in support of U.S. Sugar, United Sugars Corporation (“United Sugars”), Imperial Sugar Company (“Imperial”), and Louis Dreyfus Company, LLC’s (“Louis Dreyfus Company”) (collectively, “Defendants”) concurrently filed Motion to Transfer Venue Pursuant to 28 U.S.C. § 1404(a) or to Expedite Trial. I have personal knowledge of the facts stated herein.

2. For the past seven months, the DOJ has been investigating U.S. Sugar’s proposed acquisition of Imperial (the “Transaction”).

3. On March 29, 2021 U.S. Sugar, United Sugars, and Imperial met with the DOJ and provided an overview presentation on the Transaction.

4. On April 5, 2021, U.S. Sugar filed its Notification and Report Form for Certain Mergers and Acquisition under the Hart-Scott-Rodino Act. This filing included documents related to the Transaction, including U.S. Sugar's business documents.

5. On April 7, 2021, the DOJ sent U.S. Sugar a Voluntary Request Letter, seeking documents and information responsive to nine separate requests, which included multiple sub-requests. U.S. Sugar promptly began responding to the Voluntary Request Letter on April 8, 2021 and over the course of several weeks provided hundreds of pages of documents to the DOJ in response.

6. On May 5, 2021, the DOJ issued to U.S. Sugar a Request For Additional Information And Documentary Material subpoena ("Second Request"). The Second Request sought documents and information responsive to 38 separate requests, many of which included multiple subparts. Between May and August 2021, U.S. Sugar produced over 72,500 documents in response to the DOJ's Second Request, amounting to over 245,000 pages of documents.

7. I understand that the DOJ sent similar comprehensive Second Request or Civil Investigative Demand subpoenas to United and Imperial, and that United and Imperial made similarly robust document productions to the DOJ. For example, United produced over 160,000 documents in response to DOJ requests, amounting to over 700,000 pages of documents. Likewise, Imperial produced over 720,000 documents in response to DOJ requests, amounting to over 1.75 million pages of documents.

8. In addition to the responses to the Second Request and Civil Investigative Demand subpoenas, U.S. Sugar, United Sugars and Imperial provided numerous advocacy submissions to

DOJ, totaling over 200 pages, and met with the DOJ on at least four occasions to present economic analyses from its economists at Bates White.

9. To my knowledge, the DOJ conducted five depositions of employees from U.S. Sugar, Imperial, and United during its investigation.

10. I also understand that the DOJ obtained documents, interviews, and likely, testimony from numerous third-party customers, competitors, and other stakeholders. None of that information has been turned over to U.S. Sugar as of this time.

11. The Asset Purchase Agreement regarding the proposed transaction was signed March 24, 2021 and has an outside date of September 24, 2022. On November 30, 2021, the DOJ sent a draft Case Management Order which includes a proposed trial date of September 2022.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that I have executed this declaration on December 3, 2021, in Alexandria, Virginia.

A handwritten signature in black ink, reading "Lindsey Champlin". The signature is written in a cursive, flowing style.

Lindsey Champlin
Partner
LATHAM & WATKINS LLP

CERTIFICATE OF SERVICE

I hereby certify that on December 3, 2021, I caused the foregoing to be electronically filed with the Clerk of the Court using CM/ECF, which will send notification of such filing to all registered participants.

I further certify that I caused copies of the foregoing document to be served on December 3, 2021, upon the following in the manner indicated:

Laura D. Hatcher, Esquire
Shamoor Anis, Esquire
UNITED STATES ATTORNEY'S OFFICE
DISTRICT OF DELAWARE
1313 North Market Street, Suite 400
Wilmington, DE 19801
Attorneys for Plaintiff

VIA ELECTRONIC MAIL

Brian Hanna, Esquire
U.S. DEPARTMENT OF JUSTICE
ANTITRUST DIVISION
450 Fifth Street, NW, Suite 8000
Washington, DC 20530
Attorneys for Plaintiff

VIA ELECTRONIC MAIL

/s/ Jack B. Blumenfeld

Jack B. Blumenfeld (#1014)